

THE HONORABLE JOHN C. COUGHENOUR

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

BIOMED REALTY, L.P.,

Plaintiff,

v.

700 DEXTER, LLC,

Defendant.

Civil Action No.: 2:15-cv-00930-JCC

**DECLARATION OF LAURIN D.
QUIAT IN SUPPORT OF DEFENDANT
700 DEXTER, LLC'S MOTION FOR
SUMMARY JUDGMENT**

I, Laurin D. Quiat, declare as follows:

1. I am a partner in the Denver office of Baker & Hostetler LLP and counsel for Defendant 700 Dexter LLC ("Dexter"). This declaration is being offered in support of Dexter's Motion for Summary Judgment (the "Motion"). I have personal knowledge as to the facts stated in this declaration and can and would testify competently to them if called as a witness.

2. Attached hereto as Exhibit A are true and correct copies of excerpts from the transcript of the deposition of Kevin M. Simonsen ("Simonsen Depo."), taken on December 15, 2015.

3. Attached hereto as Exhibit B are true and correct copies of excerpts from the transcript of the deposition of James S. Broadlick ("Broadlick Depo."), taken on December 11, 2015.

1 4. Attached hereto as Exhibit C is a true and correct copy of October 26, 2011
2 Purchase and Sale Agreement and Joint Escrow Instructions between Dexter and BioMed,
3 marked as Exhibit 51 to the Simonsen Depo.

4 5. Attached hereto as Exhibit D is a true and correct copy of the Memorandum of
5 Purchase Agreements between American Linen Supply Company, Dexter, and BioMed,
6 executed on January 27, 2012, marked as Exhibit 62 to the Simonsen Depo.

7 6. Attached hereto as Exhibit E is a true and correct copy of the April 4, 2014
8 Standstill Agreement between Frontier Renewal LLC, managing member of Dexter, and
9 Washington Builders LLC (“Washington Builders”), marked as Exhibit 2 to the Broadlick Depo.

10 7. Attached hereto as Exhibit F are true and correct copies of the April 28, 2014
11 email from Howard Jensen to Stephen Tan regarding “Washington Builders matter – draft ADR
12 Agreement,” marked Exhibit 7 to the Broadlick Depo., and the redlined version of the
13 Alternative Dispute Resolution Agreement between Dexter and Washington Builders, dated
14 April 30, 2014 and marked as Exhibit 8 to the Broadlick Depo.

15 8. Attached hereto as Exhibit G is a true and correct copy of the April 11, 2014
16 email from Howard Jensen to Rodney Brown regarding “New Standstill Agreement,” marked as
17 Exhibit 5 to the Broadlick Depo.

18 9. Attached hereto as Exhibit H is a true and correct copy of the August 21, 2014
19 email from Howard Jensen to Polly Jessen regarding “700 Dexter,” marked as Exhibit 23 to the
20 Broadlick Depo.

21 10. Attached hereto as Exhibit I is a true and correct copy of the email chain from
22 August 21, 2014 to September 5, 2014 between Polly Jessen and Howard Jensen regarding
23 “Tenth Extension of Standstill Agreement,” marked as Exhibit 26 to the Broadlick Depo.

24 11. Attached hereto as Exhibit J is a true and correct copy of the October 3, 2014
25 email from Howard Jensen to Polly Jessen regarding “ADR Agreement,” marked as Exhibit 30
26 to the Broadlick Depo.

1 12. Attached hereto as Exhibit K is a true and correct copy of the April 23, 2014
2 email from Polly Jessen to Kelly Spicher regarding "Closing Action Items," marked as Exhibit
3 74 to the Simonsen Depo.

4 13. Attached hereto as Exhibit L is a true and correct copy of the June 30, 2014 email
5 from Denis Sullivan to Eric Williams regarding "Follow up," marked as Exhibit 79 to the
6 Simonsen Depo.

7 14. Attached hereto as Exhibit M is a true and correct copy of the May 1, 2014 letter
8 from Kelly Spicher to Eric Williams and Polly Jessen regarding "700 Dexter Avenue North,
9 Seattle, Washington," marked as Exhibit 75 to the Simonsen Depo.

10 15. Attached hereto as Exhibit N are true and correct copies of the second through
11 fifteenth Standstill Agreements, the signature page to the sixteenth Standstill Agreement, and the
12 Seventeenth Standstill Agreement between Dexter and Washington Builders, marked as Exhibits
13 3-4, 15, 18-21, 24-25, 27-29, and 31-34 to the Broadlick Depo.

14 16. Attached hereto as Exhibit O is a true and correct copy of the April 22, 2014
15 email from Stephen Tan to Howard Jensen regarding "Washington Builders matter – draft ADR
16 Agreement," attaching a proposed draft Alternative Dispute Resolution Agreement between
17 Dexter and Washington Builders, marked as Exhibit 6 to the Broadlick Depo.

18 17. Attached hereto as Exhibit P is a true and correct copy of the email from Polly
19 Jessen to Kelly Spicher attaching a draft Sixth Amendment to the PSA dated November 21,
20 2014, marked as Exhibit 88 to the Simonsen Depo.

21 18. Attached hereto as Exhibit Q are true and correct copies of the May 7, 2014 email
22 from Stephen Tan to Howard Jensen regarding "700 Dexter," and the draft Alternative Dispute
23 Resolution Agreement between Dexter and Washington Builders, dated April 30, 2014 and
24 marked as Exhibits 11 and 12 to the Broadlick Depo.

25 19. Attached hereto as Exhibit R are true and correct copies of the May 19, 2014
26 email from Howard Jensen to Stephen Tan regarding "700 Dexter – ADR Agreement," and the
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1 attached draft Alternative Dispute Resolution Agreement between Dexter and Washington
2 Builders, marked as Exhibits 13 and 14 to the Broadlick Depo.

3 20. Attached hereto as Exhibit S are true and correct copies of the June 3, 2014 email
4 from Howard Jensen to Stephen Tan regarding "Redline of ADR Agreement," and the attached
5 June 2014 draft Alternative Dispute Resolution Agreement between Dexter and Washington
6 Builders, marked as Exhibits 16 and 17 to the Broadlick Depo.

7 21. Attached hereto as Exhibit T is a true and correct copy of the July 9, 2014 email
8 from Eric Williams to Denis Sullivan regarding "Follow Up," marked as Exhibit 80 to the
9 Simonsen Depo.

10 22. Attached hereto as Exhibit U is a true and correct copy of the August 15, 2014
11 email from Kelly Spicher to Polly Jessen regarding "Dexter Sixth Amendment(3).doc,"
12 including the August draft Sixth Amendment to the PSA, marked as Exhibit 81 to the Simonsen
13 Depo.

14 23. Attached hereto as Exhibit V is a true and correct copy of the August 2014 draft
15 Alternative Dispute Resolution Agreement between Dexter and Washington Builders, marked as
16 Exhibit 22 to the Broadlick Depo.

17 24. Attached hereto as Exhibit W is a true and correct copy of the August 25, 2014
18 email from Polly Jessen to Howard Jensen regarding "Tenth Extension of Standstill Agreement,"
19 marked as Exhibit 86 to the Simonsen Depo.

20 25. Attached hereto as Exhibit X is a true and correct copy of the email chain between
21 Denis Sullivan, Polly Jessen, Eric Williams, and Kelly Spicher from October 6, 2014 to October
22 22, 2014 regarding "Vulcan Release," marked as Exhibit 84 to the Broadlick Depo.

23 26. Attached hereto as Exhibit Y is a true and correct copy of the December 11, 2014
24 email from Polly Jessen to Kelly Spicher regarding "Dexter Follow Up," including the attached
25 draft Sixth Amendment to the PSA, marked as Exhibit 89 to the Simonsen Depo.

1 27. Attached hereto as Exhibit Z is a true and correct copy of the January 1, 2014
2 email from Kelly Spicher to Polly Jessen regarding “Dexter/Sixth Amendment,” including the
3 attached draft Sixth Amendment to the PSA, marked as Exhibit 90 to the Simonsen Depo.

4 28. Attached hereto as Exhibit AA is a true and correct copy of the February 28, 2014
5 email from Kelly Spicher to Polly Jessen regarding “Dexter/Sixth Amendment,” including the
6 attached draft Sixth Amendment to the PSA, marked as Exhibit 91 to the Simonsen Depo.

7 29. Attached hereto as Exhibit BB are true and correct copies of the May 15, 2015
8 email from Howard Jensen to Polly Jessen regarding “700 Dexter Site – Path Forward,” and the
9 May 11, 2015 draft Alternative Dispute Resolution Agreement between Dexter and Washington
10 Builders, marked as Exhibits 41 and 42 to the Broadlick Depo.

11 30. Attached hereto as Exhibit CC is a true and correct copy of the May 20, 2015
12 letter from Laurin D. Quiat to BioMed regarding “Termination of the Purchase and Sale
13 Agreement and Joint Escrow Instructions, dated as of October 26, 2011, marked as Exhibit 92 to
14 the Simonsen Depo.

15 31. Attached hereto as Exhibit DD is a true and correct copy of the September 25,
16 2014 email from Polly Jessen to Kelly Spicher regarding the “Sixth Amendment,” including the
17 attached draft Sixth Amendment to the PSA, marked as Exhibit 83 to the Broadlick Depo.

18 32. Attached hereto as Exhibit EE is a true and correct copy of the March 28, 2015
19 draft Alternative Dispute Resolution Agreement between Dexter and Washington Builders,
20 marked as Exhibit 39 to the Broadlick Depo.

21 33. Attached hereto as Exhibit FF are true and correct copies of the July 29, 2015
22 letter from Dexter to Chicago Title regarding *Purchase and Sale Agreement and Joint Escrow*
23 *Instructions By and Between 700 Dexter, LLC and BioMed Realty, L.P. dated as of October 26,*
24 *2011 – 700 Dexter Avenue North, Seattle, Washington;* the July 30, 2015 letter from Dexter to
25 BioMed regarding *Terminated Purchase and Sale Agreement and Joint Escrow Instructions/700*
26 *Dexter Avenue North, Seattle Washington;* and the August 3, 2015 letter from BioMed to
27 Chicago Title regarding *Escrow Number 1331946-SS.*

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct.

3 Executed this 30th day of December, 2015 at Denver, Colorado.

4 s/ Laurin D. Quiat

5 Laurin D. Quiat
6 BAKER & HOSTETLER LLP
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CERTIFICATE OF SERVICE

I hereby certify that on December 30, 2015, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the following:

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Attorney for BioMed Realty

DATED: December 30, 2015

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